



**Dhampur Sugar Mills Limited**

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29.09.2020

To,  
Asst. Vice President  
National Stock Exchange of India Ltd.  
Exchange plaza, Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Asst. General Manager  
Dept of Corp. Services,  
BSE Limited  
P.J. Towers, Dalal Street, Fort,  
Mumbai: 400001.

Dear Sir/Madam,

**Sub: Proceedings of Annual General Meeting of Dhampur Sugar Mills Limited.**

This is to inform you that 85<sup>th</sup> Annual General Meeting of Members of the Company has been conducted today through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and SEBI. The businesses as stated in the Notice dated 30<sup>th</sup> July 2020 were transacted and put to vote at the Annual General Meeting.

The meeting concluded at 3.06 P.M.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015, please find enclosed the proceedings of the 85<sup>th</sup> Annual General Meeting.

You are requested to kindly take the above information on your records.

Thanking you,

Yours Faithfully

For Dhampur Sugar Mills Limited

Aparna Goel  
Company Secretary  
M. No: 22787



**PROCEEDINGS OF THE 85TH ANNUAL GENERAL MEETING OF DHAMPUR SUGAR MILLS LIMITED HELD ON TUESDAY, 29TH DAY OF SEPTEMBER, 2020 THROUGH TWO WAY VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') AT 2.00 P.M.**

The 85th Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Tuesday, 29th September, 2020 at 2:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with General Circular Nos.14/2020, 17 /2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India.

Ms. Aparna Goel, Company Secretary welcomed the Shareholders, Directors and others present. She introduced the Directors and Chief Financial Officer who have joined the meeting from their respective locations. All the Directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee etc., of the Company were also present at the AGM. The representatives of the Statutory Auditors of the Company were also present through video conferencing.

Mr. Saket Sharma, Partner of GSK & Associates, representing Secretarial Auditors of the Company and appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner was also present through Video Conference.

It was then informed that in compliance with the provisions of the Companies Act, 2013, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Remote e-voting facility was made available by the Company provided by the Company to its shareholders through NSDL from Saturday, 26<sup>th</sup> September, 2020, ( 9:00 a.m. IST ) to Monday, 28<sup>th</sup> September, 2020 ( 5:00 p.m. IST ).

It was further informed that:

- the members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system at the end of the meeting.
- all the documents referred to in the accompanying Notice and Explanatory Statements, have been made available electronically for inspection during the Annual General Meeting.
- the Register of Directors and Key Managerial Personnel's and their Shareholdings maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act have been made available electronically for inspection during the AGM.



It was informed to the members that Shri. Vijay Kumar Goel, Chairman, was unable to attend the meeting and in his absence, Shri. Gaurav Goel, Managing Director was elected as Chairman of the meeting in terms of the provisions of Articles of Association of the Company.

Total 68 Members attended the meeting as per the records of attendance.

After ascertaining the requisite quorum, the Chairman called the meeting to start and extended a warm welcome to the members present. He explained the overall scenario of sugar industry vis a vis Company's performance at macro level. Financial Performance of the Company was explained by the Chief Financial Officer of the Company.

Thereafter the Notice of AGM dated 30<sup>th</sup> July, 2020, Report of Board of Directors and the Financial Statements for the Financial year 2019-20 were taken as read. There were no qualifications in the Auditor's Report and the report of Secretarial Auditors of the Company.

The Chairman thereafter invited the members to give their views and raise their queries and stated that the Management of the Company shall respond to the queries. Seven (7) members gave their views and raised queries on various aspects, which were duly noted and responded by the Chairman and the Chief Financial Officer.

Thereafter, the items as set out in the notice convening the meeting were taken up. It was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e Resolution No. 1 to 11 of the Notice of AGM) through e-voting at the AGM. It was also informed that the e-voting module in the AGM for casting vote was already active and will remain for fifteen minutes after the closure of the meeting.

The Chairman informed the members that the results of remote e-voting shall be downloaded by the Scrutinizer and he would prepare his report on the same. Thereafter scrutinizer will club the remote e-voting results with results of voting at the AGM. The Scrutinizer will submit his report to the Chairman and he will countersign the same. Thereafter, the combined results would be announced/displayed through the website of the Company i.e ([www.dhampur.com](http://www.dhampur.com)) and NSDL ([www.evoting.nSDL.com](http://www.evoting.nSDL.com)) within 48 hours from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company. The combined results would be treated as part of proceedings. The Chairman also thanked all the members for their presence and involvement.



The e-voting was then conducted on the following items:

S.No	Details of Resolutions	Resolution Type
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon.	Ordinary
2.	To confirm the payment of Interim Dividend of ₹6.00 per Equity Share of ₹10 each as final dividend for the year ended March 31, 2020.	Ordinary
3.	To appoint a Director in place of Shri Vijay Kumar Goel, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
4.	To appoint a Director in place of Shri Sandeep Kumar Sharma, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
5.	To appoint a Director in place of Shri Gautam Goel, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
6.	Payment of Remuneration to the Cost Auditor for the Financial Year 2020-21.	Ordinary
7.	Invitation and Acceptance of Fixed Deposits from the Members and Public.	Special
8.	Payment of Commission to Non- Executive Independent Director of Company.	Special
9.	Re-appointment of Ms. Nandita Chaturvedi, Non- Executive Independent Director of the Company.	Special
10.	Appointment of Mr. Yashwardhan Poddar, Non- Executive Independent Director of the Company.	Special
11.	Appointment of Mr. Satpal Kumar Arora Non-Executive Independent Director of the Company.	Special

The meeting concluded with vote of thanks at 3.06 P.M.

For Dhampur Sugar Mills Limited

  
Aparna Goel  
Company Secretary  
M.No :22787

